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WC 08-245READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159Approved by OMB  
3060-0589  
Page 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Dow Lohnes PLLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o J.G. Harrington, Esq.			
(5) STREET ADDRESS LINE NO. 2 1200 New Hampshire Ave., NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-776-2818		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-8636-51		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Midcontinent Communications			
(14) STREET ADDRESS LINE NO. 1 410 South Phillips Avenue			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Sioux Falls		(17) STATE SD	(18) ZIP CODE 57104
(19) DAYTIME TELEPHONE NUMBER (include area code) 605-357-5777		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0002-6219-51		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Section 214	(24A) PAYMENT TYPE CODE C U T	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 965.00	(27A) TOTAL FEE 965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24b) PAYMENT TYPE CODE	(25b) QUANTITY	
(26b) FEE DUE FOR (PTC)	(27b) TOTAL FEE	FCC USE ONLY	
(28b) FCC CODE 1		(29b) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, Allyson Mejia, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <i>Allyson Mejia</i>		DATE 12/2/2008	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

File No. \_\_\_\_\_

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, CC VIII Operating, LLC (“CCVIII Operating”), Charter Fiberlink, LLC (“Charter Fiberlink”) (CCVIII Operating and Charter Fiberlink collectively referred to as “Charter”) and Midcontinent Communications (“Midcontinent,” and together with Charter, the “Applicants”) hereby request consent to transfer to Midcontinent certain tangible and intangible assets and related liabilities of Charter used or useful in providing domestic and international services. The assets include a distribution system over which Charter Fiberlink and/or its affiliates provide interconnected

voice over Internet protocol ("VoIP") service, cable television service, and high speed Internet service to customers in the communities of Fairmont and Sherburn, Minnesota, along with the associated customer base for the foregoing services. Midcontinent is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. Charter Fiberlink is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. CCVIII Operating is not authorized by the Commission to provide, and does not provide, any telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Sections 63.03(b)(2) and 63.24(c) of the Commission's Rules. This Joint Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

In support of this Joint Application, the Applicants respectfully submit the following information:

### **Background**

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware. Charter Fiberlink's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink provides interconnected VoIP services to customers in the communities of Fairmont and Sherburn, Minnesota, and Charter Fiberlink is authorized to provide, but does not currently provide, facilities-based local and long distance telecommunications services to such customers. Affiliates of Charter Fiberlink provide cable television services and high speed Internet services to the customers in such communities. Charter Fiberlink is authorized by the Commission to provide international and domestic interstate telecommunications services.<sup>1</sup>

CCVIII Operating is a limited liability company organized under the laws of the State of Delaware. CCVIII Operating's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. CCVIII Operating owns certain assets used by Charter Fiberlink to provide its services. CCVIII Operating is not authorized by the Commission to provide, and does not provide, international or domestic telecommunications services.

Midcontinent is the largest cable provider in the Dakotas. Midcontinent offers cable service, high speed Internet and telephone service across North Dakota and South Dakota, and also serves some customers in western Minnesota. Midcontinent has been offering long distance telephone service since 1982 and local telephone service since 1999. Midcontinent obtained Section 214 international authorization in 2001.<sup>2</sup>

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<sup>1</sup> Charter Fiberlink is authorized by the Commission to provide resold international telecommunications services pursuant to File Number: ITC-214-20030127-00071. Charter Fiberlink also is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's Rules.

<sup>2</sup> See Public Notice, DA No. 01-1604 (Jun. 29, 2001), granting File No. ITC-214-20010606-00327.

Midcontinent's telephone service is a direct replacement for incumbent telephone company offerings, including local and long distance services; features like call waiting and call forwarding; and voice mail. Midcontinent's telephone service is offered via its own facilities, and it is certificated as a local exchange carrier in Minnesota, North Dakota and South Dakota. Midcontinent serves more than 80,000 telephone customers and more than 250,000 customers for all of its services combined.

When the contemplated transaction is consummated, certain tangible and intangible assets owned by Charter, including the telephone, cable and Internet distribution system and the related customer base, in the communities of Fairmont and Sherburn, Minnesota will be transferred to Midcontinent. However, Charter Fiberlink and CCVIII Operating will continue to exist and Charter Fiberlink will continue to operate in the remainder of its service territory.

This Joint Application is entitled to streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because the proposed transaction described herein would result in all Midcontinent affiliates and subsidiaries having a market share in the interstate, interexchange market of less than ten percent (10%) and neither Charter Fiberlink nor Midcontinent is dominant with respect to any service.

#### **Description of the Transaction**

The transaction between Midcontinent and Charter involves the purchase and sale of assets relating to the telephone, interconnected VoIP, cable television and Internet business of Charter in the communities of Fairmont and Sherburn, Minnesota. Pursuant to an Asset Purchase Agreement dated October 7, 2008, Midcontinent will acquire certain assets, including assets used by Charter Fiberlink to provide interconnected VoIP services in the

communities of Fairmont and Sherburn, Minnesota. Telephone assets to be transferred include facilities and equipment owned by CCVIII Operating that are used by Charter Fiberlink to offer or provide its services, as well as Charter Fiberlink's existing customer base in those communities.

Following the consummation of the transaction, all of the assets used by Charter Fiberlink in those communities and all of Charter Fiberlink's existing customers in those communities will be transferred to Midcontinent. This transaction also will result in Midcontinent acquiring CCVIII Operating's cable television and Internet assets in the affected communities.

#### **Transfer of International Section 214 Authorization**

In accordance with the requirements of Section 63.24(e) of the Commission's Rules,

Applicants submit the following information:

#### **(1) Name, address and telephone number of each Applicant:**

##### **Transferors:**

Charter Fiberlink, LLC  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Tel: (314) 965-0555

CC VIII Operating, LLC  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Tel: (314) 965-0555

##### **Transferee:**

Midcontinent Communications  
3901 N. Louise Avenue  
Sioux Falls, South Dakota 57107  
Tel: (605) 357-5459

**(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized**

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware.

CCVIII Operating is a limited liability company organized under the laws of the State of Delaware.

Midcontinent is a general partnership organized under the laws of South Dakota.

**(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:**

For Charter Fiberlink and CCVIII Operating:

Carrie L. Cox, Esq.  
Vice President and Senior Counsel  
Telephone Legal and Regulatory Affairs  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Tel: (314) 543-2567  
Fax: (314) 965-6640

*With a copy to:*

Charles A. Hudak, Esq.  
Friend, Hudak & Harris, LLP  
Three Ravinia Drive, Suite 1450  
Atlanta, Georgia 30346  
Tel. (770) 399-9500  
Fax (770) 395-0000

For Midcontinent:

J.G. Harrington  
Dow Lohnes P.L.L.C.  
1200 New Hampshire Avenue, NW  
Suite 800  
Washington, DC 20036  
Tel. (202) 776-2818  
Fax (202) 776-2222

**(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.**

Midcontinent holds an international resale authority pursuant to File No. ITC-214-20010606-00327.

Charter Fiberlink previously received authority from the Commission to provide resold international telecommunications services pursuant to File No. ITC-214-20030127-00071.

**(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:**

The following entities own ten percent (10%) or more of the equity of Midcontinent:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Midcontinent Communications Investor, LLC 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	50%	US	investments
TCI-Midcontinent, LLC 1500 Market Street Philadelphia, PA 19121	50%	US	investments

Midcontinent Communications Investor, LLC is wholly owned by Midcontinent Media, Inc. a privately-held company organized under the laws of the state of Minnesota, which has the same address as Midcontinent Communications Investor, LLC. TCI-Midcontinent, LLC is wholly owned by Comcast Corporation, a public company organized under the laws of the state of Pennsylvania, which has the same address as TCI-Midcontinent, LLC.

The following individual owns 10 percent or more of the equity of Midcontinent Media, Inc.:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Larry Bentson 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	95.81%	US	investments

No individual or entity holds 10 percent or more of the equity of Comcast Corporation.



**(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier:**

Midcontinent certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

**(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true:**

Midcontinent certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which Midcontinent or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; or (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

**(8) Showing regarding provision of international telecommunications service to a country where the Transferee is a foreign carrier or is affiliated with a foreign carrier.**

Not applicable.

**(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.**

Not applicable.

**(10) Certification that Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier.**

Midcontinent certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(11) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583**

Midcontinent hereby certifies, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

**(12) Qualification for streamlined processing.**

This Joint Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No Applicant is affiliated with any foreign carrier in any destination market. No Applicant has an affiliation with a dominant US carrier. No Applicant seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a public sale which would extend the current operations of Midcontinent as a non-dominant carrier reselling the international switched services of one or more unaffiliated U.S. carriers.

### **Transfer of Domestic Section 214 Authorizations**

Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants supply the following information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

#### **(1) Description of the transaction**

The transaction between the Applicants involves the purchase and sale of assets relating to the telephone, interconnected VoIP, cable television and Internet business of Charter in the communities of Fairmont and Sherburn, Minnesota. Pursuant to an Asset Purchase Agreement dated October 7, 2008, Midcontinent will acquire certain assets, including assets used by Charter Fiberlink to provide interconnected VoIP services in the communities of Fairmont and Sherburn, Minnesota. Telephone assets to be transferred include facilities and equipment owned by CCVIII Operating that are used by Charter Fiberlink to offer or provide its services, as well as Charter Fiberlink's existing customer base in those communities.. State authorization to conduct the proposed transaction also will be sought by Applicants.

After the proposed transaction, service will continue to be made available to all current customers within the affected service area. Midcontinent will initially offer services at the current rates, terms and conditions offered by Charter Fiberlink. No carrier change charges are associated with the transaction, and customers will be informed as to any changes in customer service or billing contact information that will result from the transaction.

#### **(2) Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area**

##### **Transferors:**

Charter Fiberlink currently provides interconnected VoIP services and is authorized to provide intrastate, interstate and international telecommunications services to customers in the States of Wisconsin and Minnesota. However, with respect to the geographic service areas (*i.e.*, the communities of Fairmont and Sherburn, Minnesota) subject to the transaction described in this Joint Application, Charter Fiberlink currently only provides interconnected VoIP services.

Affiliates of Charter Fiberlink currently provide interconnected VoIP services and are authorized to provide intrastate, interstate and international telecommunications services to customers in the States of Alabama, California, Connecticut, Georgia, Illinois, Massachusetts, Michigan, Missouri, Nebraska, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Virginia and Washington.

CCVIII Operating is not authorized by the Commission to provide, and does not provide, domestic or international telecommunications services.

Through the transaction described in this Joint Application, Charter is selling the assets associated with its service offerings in the communities of Fairmont and Sherburn, Minnesota. Following the completion of the proposed transaction, Charter Fiberlink no longer will provide services to the customers in those communities.

**Transferee:**

Applicant Midcontinent offers local exchange, exchange access and interstate interexchange telephone service in North Dakota, South Dakota and portions of western Minnesota. Local exchange and exchange access services are offered via Midcontinent's own facilities and interexchange telephone services are offered via Midcontinent's own facilities or resale. Midcontinent is certificated as a local exchange carrier in Minnesota, North Dakota and South Dakota. Midcontinent serves more than 80,000 telephone customers.

There is no overlap between Midcontinent's current local telephone service area and the local telephone service area to be acquired in the proposed transaction.

**(3) Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment:**

The Joint Application is entitled to streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules because (a) the proposed transfer would result in Midcontinent, its subsidiaries and affiliates having a market share in the interstate, interexchange market of less than ten percent (10%); and (b) neither Applicant is dominant with respect to any service.

The proposed transaction will have no adverse effect on competition. Grant of streamlined treatment for this Application is consistent with Commission precedent.

**(4) Identification of all other Commission applications related to the same transaction**

None.

**(5) Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure**

Neither Applicant is facing imminent business failure. Therefore, the Applicants are not requesting special consideration for this reason.

**(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction**

No separately filed waiver requests are being sought in conjunction with the transaction.

**(7) Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets**

The proposed ownership structure of and investment participation by Midcontinent will enable the continued provision of high-quality communications services to current Charter Fiberlink customers. In addition, economic and strategic efficiencies will result from the proposed transaction, benefiting the current subscribers of both companies. Because Midcontinent does not provide service in the areas being acquired from Charter, competition will not be adversely affected by consummation of the proposed transaction.

**Conclusion**

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

CC VIII Operating, LLC  
Charter Fiberlink, LLC

By: Carrie Cox  
Carrie L. Cox, Esq.  
Vice President and Senior Counsel  
Telephone Legal and Regulatory Affairs  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
(314) 543-2567

*and*

Midcontinent Communications

By: J.G. Harrington  
J.G. Harrington  
Its Counsel  
Dow Lohnes P.L.L.C.  
1200 New Hampshire Avenue, NW  
Washington, DC 20036  
(202) 776-2818  
jharrington@dowlohnesh.com

Date: 12/1/08

**JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION**  
**MIDCONTINENT CERTIFICATIONS**

I, W. Thomas Simmons, Senior Vice President of Midcontinent Communications

("Transferee") hereby certify the following:

- Transferee is not a foreign carrier, nor is it affiliated with any foreign carrier, within the meaning of Sections 63.18(i) and 63.09(d) and (e) of the rules of the Federal Communications Commission. 47 C.F.R. §§ 63.18(i), 63.09(d), (e);
- Transferee does not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply;
- Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future; and
- No party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.



W. Thomas Simmons  
Senior Vice President  
Midcontinent Communications Investor, LLC,  
Managing Partner of Midcontinent Communications

## CHARTER CERTIFICATION

On behalf of CC VIII Operating, LLC and Charter Fiberlink, LLC (collectively, "Charter"), the undersigned hereby certifies that Charter is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: December 1, 2008

**CC VIII Operating, LLC**  
**Charter Fiberlink, LLC**

By: Carrie Cox  
Carrie L. Cox  
VP and Senior Counsel